

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

April 21, 2005

Date of Report (Date of earliest event reported)

The Hershey Company

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-183

(Commission File Number)

23-0691590

(IRS Employer Identification No.)

100 Crystal A Drive, Hershey, Pennsylvania 17033

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (717) 534-6799

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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INFORMATION TO BE INCLUDED IN REPORT

**Item 2.02 Results of Operations and Financial Condition**

On April 21, 2005, The Hershey Company ("the Company") announced sales and earnings for the first quarter of 2005. A copy of the Company's press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Current Report, including the Exhibit, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities under that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits

99.1 Press Release dated April 21, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 21, 2005

THE HERSHEY COMPANY

By: /s/David J. West  
David J. West  
Senior Vice President,  
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	The Hershey Company Press Release dated April 21, 2005

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Media Contact: Stephanie L. Moritz 717-534-7641  
 Financial Contact: James A. Edris 717-534-7556

**THE HERSHEY COMPANY ANNOUNCES  
 RECORD FIRST QUARTER RESULTS**

**HERSHEY, Pa., April 21, 2005** — The Hershey Company (NYSE:HSY) today announced record sales and earnings for the first quarter ended April 3, 2005. Consolidated net sales for the first quarter were \$1,126,414,000, compared with \$1,013,089,000 for the first quarter of 2004, an increase of 11.2 percent. Net income was \$118,221,000, or \$.47 per share-diluted, compared with \$107,147,000, or \$.41 per share-diluted, in the first quarter of 2004, an increase of 14.6 percent in earnings per share.

Hershey's first quarter performance was driven by strong organic sales growth, complemented by the sales contributions from two acquisitions made in the fourth quarter of 2004. Organic growth of eight percent resulted from the strength of new products such as *Hershey's Take 5*, the Hershey premium cookie line, *Ice Breakers Liquid Ice*, and *Ice Breakers Sours*, as well as several Limited Editions of Hershey's leading brands. The acquisitions, Mauna Loa and Grupo Lorena, delivered incremental growth of three percent.

The core business achieved margin enhancement in line with the Company's expectations, and as predicted, the acquisitions tempered this margin growth as they continue to be integrated into Hershey's business system. Earnings per share grew by 14.6 percent, driven by 12.3 percent growth in earnings before interest and taxes (EBIT) and the \$500 million share purchase from the Hershey Trust Company, as Trustee for the Milton Hershey School, last July. The positive effect of lower weighted average shares outstanding was offset somewhat by higher interest expense related to the financing of the share purchase and the acquisitions.

"The Company's momentum continued into the first quarter of 2005," said Richard H. Lenny, Chairman, President, and Chief Executive Officer. "Strong sales growth combined with solid cost control to deliver record profitability. Consistent with our strategy, new product innovation across both confectionery and snacks more than offset anticipated shortfalls from a shorter seasonal period. In addition, effective trade promotion spending and superior retail execution were instrumental in expanding Hershey's marketplace leadership by one full point.

"Looking to the remainder of 2005, we'll continue to bring news and innovation to the category across multiple consumer benefits. By leveraging Hershey's iconic brands and capitalizing on our value chain capabilities, we'll strengthen our confectionery leadership while gaining critical mass in relevant snack categories. As such, for the full year, we expect organic sales to be above our ongoing 3-4 percent expectations with diluted earnings per share to be at the top of our stated range of 9-11 percent," Lenny concluded.

**Safe Harbor Statement**

This release contains statements which are forward-looking. These statements are made based upon current expectations which are subject to risk and uncertainty. Actual results may differ materially from those contained in the forward-looking statements. Factors which could cause results to differ materially include, but are not limited to: changes in the Company's business environment, including actions of competitors and changes in consumer preferences; customer and consumer response to selling price increases; changes in governmental laws and regulations, including taxes; market demand for new and existing products; changes in raw material and other costs; pension cost factors such as actuarial assumptions, market performance, and employee retirement decisions; successful resolution of upcoming labor contract negotiations; and the Company's ability to implement improvements to and reduce costs associated with its supply chain, as discussed in the Company's Annual Report on Form 10-K for 2004.

**Live Webcast**

As previously announced, the Company will hold a conference call with analysts today at 5 p.m. Eastern Time. The conference call will be webcast live via Hershey's corporate Web site [www.hersheys.com](http://www.hersheys.com). Please go to the Investor Relations Section of the Web site for further details.

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**The Hershey Company  
 Summary of Consolidated Statements of Income  
 for the periods ended April 3, 2005 and April 4, 2004  
 (in thousands of dollars except per share amounts)**

	First Quarter	
	2005	2004
	----	----
Net Sales	\$1,126,414	\$1,013,089
	-----	-----
Costs and Expenses:		
Cost of Sales	695,131	625,632
Selling, Marketing and Administrative	225,410	204,133
	-----	-----
Total Costs and Expenses	920,541	829,765
	-----	-----
Income Before Interest and Income Taxes (EBIT)	205,873	183,324
Interest Expense, net	19,404	14,854
	-----	-----
Income Before Income Taxes	186,469	168,470
Provision for Income Taxes	68,248	61,323
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Net Income	\$ 118,221	\$ 107,147
	=====	=====
Net Income Per Share - Basic - Common	\$0.49	\$0.42
	=====	=====
- Basic - Class B	\$0.45	\$0.38
	=====	=====
- Diluted	\$0.47	\$0.41
	=====	=====
Shares Outstanding - Basic - Common	185,715	198,916
	=====	=====
- Basic - Class B	60,829	60,844
	=====	=====
- Diluted	250,308	262,054
	=====	=====
Key Margins:		
Gross Margin	38.3%	38.2%
EBIT Margin	18.3%	18.1%
Net Margin	10.5%	10.6%

**The Hershey Company**  
**Consolidated Balance Sheets**  
**as of April 3, 2005 and December 31, 2004**  
(in thousands of dollars)

Assets	2005	2004
-----	----	----
Cash and Cash Equivalents	\$ 18,060	\$ 54,837
Accounts Receivable - Trade (Net)	289,991	408,930
Deferred Income Taxes	43,786	46,503
Inventories	640,223	557,180
Prepaid Expenses and Other	128,005	114,991
	-----	-----
Total Current Assets	1,120,065	1,182,441
Net Plant and Property	1,661,374	1,682,698
Goodwill	463,250	463,947
Other Intangibles	124,946	125,233
Other Assets	379,139	343,212
	-----	-----
Total Assets	\$3,748,774	\$3,797,531
	=====	=====
Liabilities and Stockholders' Equity		
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Loans Payable	\$ 707,408	\$ 622,320
Accounts Payable	167,848	148,686
Accrued Liabilities	396,646	472,096
Taxes Payable	69,243	42,280
	-----	-----
Total Current Liabilities	1,341,145	1,285,382
Long-Term Debt	690,312	690,602
Other Long-Term Liabilities	416,876	403,356
Deferred Income Taxes	329,719	328,889
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Total Liabilities	2,778,052	2,708,229
Total Stockholders' Equity	970,722	1,089,302
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Total Liabilities and Stockholders' Equity	\$3,748,774	\$3,797,531
	=====	=====